

P95000044687

95 JUN - 9 1995

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890. S.W. 87 AVENUE, SUITE 16
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6715

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

200001511402
-06/13/95--01022--012
****122.50 ****122.50

1. THORNTON CADIZ CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

NANCY HENDRICKS JUN - 9 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF

THORNTON CADIZ CORP.

Article I - Name

The name of this corporation is :

THORNTON CADIZ CORP.

Article II - Duration

This Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

Article III - Purpose

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

Article IV - Capital

This Corporation is authorized to issue 1,000 shares of One dollar (\$1.00) par value common stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon liquidation or dissolution.

The assets of this Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

Article VII - Initial Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the persons who shall serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

| | |
|---|---|
| ENRIQUE TELLO : PRESIDENT/ SECRETARY | 6975 W 16 AVE. #214 HIALEAH FL 33014 |
| GUSTAVO LOPEZ : VICEPRESIDENT | 6975 W 16 AVE. #214 HIALEAH FL 33014 |

Article VIII - Incorporator

The name and post office address of the incorporator is:

| | |
|---------------|---|
| ENRIQUE TELLO | 6975 W 16 AVE. #214 HIALEAH FL 33014 |
|---------------|---|

Article IX - Initial Register Office and Agent

CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office/register agent, in the State of Florida.

The name and street address of the initial register agent and office of THORNTON CADIZ CORP. is:

ENRIQUE TELLO
6975 W 16 AVE. #214
HIALEAH FL 33014

Signature

(Corporate Officer)

Title

President

Date

6/7/95

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statute relative to the proper and compete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature

REGISTER AGENT

Date

June 7, 1995

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

Article XI- Merger

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Address

The mailing address of the corporation is:

6975 W 16 AVE. #214
HIALEAH FL 33014

The street address of the corporation is:

6975 W 16 AVE. #214
HIALEAH FL 33014

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 11th day of May, 1995.



ENRIQUE TELLO - subscriber

P95000044687

JOHNNY R. WEST
905 SW 118 CT
MIAMI FL 33184
(305) 261-5610 FAX (305) 261-6898

September 20, 1995

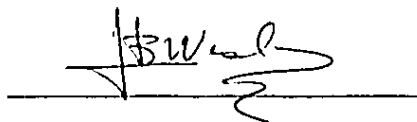
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

300001593183
-09/26/95--01050--021
*****35.00 *****35.00

Dear Sir(madam):

Please find attached the articles of amended of THORTON CADIZ CORPORATION changing its name to TELPRINC CORPORATION, and the check for \$35.00 (filing fee). Please execute them and send the copy back to me.

Thank you for your help,



JOHNNY R WEST
7235 CORAL WAY, SUITE 206
MIAMI FL 33155

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 25 AM 11:50

nc
TEL OCT 3 - 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is:
THORNTON CADIZ CORP.

SECOND

The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

NAME

The name of this corporation will be change to reflect the special character of the business of the corporation and to amend the original filing of the articles of incorporation.

The name of the corporation as amended is:

TELPRINC CORPORATION

THIRD

The amendment was adopted by the shareholders of the corporation on the 15th day of SEPTEMBER, 1995

TELPRINC CORPORATION

CORPORATION NAME

ALL SHAREHOLDERS APPROVED OF
CHANGES

BY

[Signature]
PRESIDENT

BY

[Signature]
SECRETARY

STATE OF FLORIDA
COUNTY OF Dade

Before me, the undersigned authority, personally appeared ENRIQUE TELLO AND VICTOR PRINCE to me known to be the persons who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 15th day of SEPTEMBER, 1995.
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Dec. 5, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

[Signature]
Notary Public

Johnny R. West

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 25 AM 11:50